

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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RECORDATION NO. 7573-K

JUN 20 1988-2 20 PM

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June 16, 1988  
RECORDATION NO. 7573-K  
Filing Date

JUN 20 1988-2 20 PM

INTERSTATE COMMERCE COMMISSION

Date 6/20/88

Fee \$ 26

ICC Washington, D. C.

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27675 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 64

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Eighth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of May 31, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 64, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of June 15, 1974, recorded on July 17, 1974, at 10:30 AM, assigned Recordation No. 7573;

Ms. Noreta R. McGee  
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First Supplement to Equipment Trust Agreement  
dated as of December 7, 1979, recorded on  
December 17, 1979, at 1:20 PM, assigned Recordation  
No. 7573-A;

Second Supplement to Equipment Trust Agreement  
dated as of August 1, 1982, recorded on August 12,  
1982, at 1:00 PM, assigned Recordation No. 7573-B;

Third Supplement to Equipment Trust Agreement  
dated as of October 31, 1983, recorded on December  
6, 1983, at 2:40 PM, assigned Recordation No. 7573-C;

Fourth Supplement to Equipment Trust Agreement  
dated as of June 1, 1984, recorded on June 19,  
1985, at 3:10 PM, assigned Recordation No.  
7573-D;

Fifth Supplement to Equipment Trust Agreement  
dated as of May 15, 1985, recorded on June 6,  
1985, at 12:55 PM, assigned Recordation No. 7573-E;

Sixth Supplement to Equipment Trust Agreement  
dated as of March 31, 1986, recorded on April  
29, 1986, at 9:55 AM, assigned Recordation No. 7573-F;

Assignment and Transfer of Certain Road Equipment  
dated as of March 31, 1986, recorded on April 29,  
1986, at 9:55 AM, assigned Recordation No. 7573-G;

Seventh Supplement to Equipment Trust Agreement  
dated as of July 15, 1987, recorded on August 18,  
1987, at 3:40 PM, assigned Recordation No. 7573-H; and

Assignment and Transfer of Certain Road Equipment  
dated as of July 15, 1987, recorded on August 18,  
1987, at 3:40 PM, assigned Recordation No. 7573-I.

In connection with the recording of the Eighth Supplement  
and Assignment and Transfer, each dated as of May 31, 1988, to the  
Equipment Trust Agreement dated as of June 15, 1974, the following  
information is set forth in accordance with the provisions of Section  
57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of the Equipment  
Covered by the Eighth Supplement:

<u>Number of Units</u>	<u>Description</u>
18	100-ton Hopper Cars; Greenville Steel Car Company, builder; lettered SP and numbered 465062-465064, 465091, 465092, 465095-465099, 465101, and 465104-465110.

General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:


<u>Number of Units</u>	<u>Description</u>
1	70-ton Box Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 245461.
1	70-ton Box Car; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 245441.
3	100-ton Hopper Cars; Greenville Steel Car Company, builder; lettered SP and numbered 465249, 465274, and 465278.
1	Diesel Locomotive; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 3886.

When the recording of the Eighth Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts

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thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis P. Warchot".

Louis P. Warchot  
General Attorney

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

7513-K  
RECORDATION NO. \_\_\_\_\_ Filed 1489

JUN 20 1988 2:50 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 64

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of May 31, 1988

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT,  
dated as of the thirty-first day of May, 1988, by FIRST  
PENNSYLVANIA BANK, N.A., a corporation duly organized and  
existing under the laws of the Commonwealth of Pennsylvania,  
Trustee under the Equipment Trust Agreement hereinafter  
mentioned (hereinafter called the "Trustee"), to SOUTHERN  
PACIFIC TRANSPORTATION COMPANY, a corporation duly organized  
and existing under the laws of the State of Delaware (herein-  
after called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing  
date as of June 15, 1974, by and between the Trustee and the  
Company (hereinafter called the "Equipment Trust Agreement"),  
there was constituted the "Southern Pacific Transportation  
Company Equipment Trust, Series 64," pursuant to which Trustee  
leased certain railroad equipment to the Company, upon the  
terms and conditions therein set forth; and

WHEREAS, certain box cars, hopper cars, and a locomotive  
comprising said Trust Equipment (hereinafter collectively  
called "Unsuitable Equipment") have become unsuitable for use  
by the Company, and in accordance with the provisions of said  
Equipment Trust and in anticipation and consideration of the  
release of such Unsuitable Equipment, the Company has assigned  
and transferred to the Trustee other standard-gauge railroad  
equipment (hereinafter called the "Replacement Equipment"),  
other than work equipment, as specifically described in the  
Eighth Supplement to Equipment Trust dated as of May 31, 1988,  
("Eighth Supplement"):

<u>Number of Units</u>	<u>Description</u>
1	70-ton Box Car; PACCAR, Inc. (Pacific Car and Foundry Company Division), builder; lettered SP and numbered 245461.
1	70-ton Box Car; FMC Corporation (Marine and Rail Equipment Division), builder; lettered SP and numbered 245441.
3	100-ton Hopper Cars; Greenville Steel Car Company, builder; lettered SP and numbered 465249, 465274, and 465278.
1	Diesel Locomotive; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 3886.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Eighth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable

Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint GEORGE J. RAYZIS to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust

Agreement, with respect to the above-described Unsuitable  
Equipment, has caused these presents to be signed in its  
name and its corporate seal to be hereunto affixed, duly  
attested, this 13<sup>th</sup> day of June, 1988.

FIRST PENNSYLVANIA BANK, N.A.

By

  
Corporate Trust Officer

Attest:

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA       )  
  ) ss.  
CITY AND COUNTY OF PHILADELPHIA    )

On this 13<sup>th</sup> day of June, 1988, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry  
Notary Public

My commission expires:

LYNNE N. McCORRY  
Notary Public, Phila., Phila. Co.  
My Commission Expires July 2, 1990